



ANKITA & CO.

COMPANY SECRETARIES

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Sonal Mercantile Limited
372, Vardhman Plaza, III Floor,
Sector-3, Rohini, New Delhi-110085

Thirty Third Annual General Meeting of the Equity Shareholders of Sonal Mercantile Limited held on 29th September, 2018 at 09:00 A.M. at registered office of the Company at 372, Vardhman Plaza, III Floor, Sector-3, Rohini, New Delhi-110085

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Dear Sir,

I Ankita Jain, Practicing Company Secretary having office at 22/26 A, Moti Nagar, New Delhi-110015, was appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Thirty Third Annual General Meeting of the Equity Shareholders of Sonal Mercantile Limited, held on 29th September, 2018 at 09:00 A.M., submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, a ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:

a. **Resolution No. 1.**

To receive, consider and adopt the Audited Financial Statements for the year ended on 31st March, 2018 and the reports of the Board of Directors' and Auditors thereon. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	5511216	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

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Phone: +91981849653, +918447035060





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(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

b. Resolution No. 2.

To appoint a director in place of Mr. Deep Chand Singhal (DIN: 00815681) who retires by rotation & being eligible offers himself for reappointment as a Director of the Company. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	5511216	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

c. Resolution No. 3

To re-appoint Statutory Auditors and to authorize the Board of Directors of the Company to fix their remuneration. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	5511216	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0





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(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

d. Resolution No. 4

To regularize Additional Independent Director, Mr. Naresh Poddar (DIN:00381066) as Non-Executive, Independent Director on the Board of the Company. (Ordinary resolution)

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	5511216	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

- A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.
- All of the above mentioned resolutions have been passed with requisite majority.

Thanking You

Yours Faithfully
For Ankita & Co.
Company Secretaries



Ankita Jain
Scrutinizer
C.P No. 17923

Place: New Delhi
Date: 01st October, 2018



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Report of Scrutinizer on E-voting

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4)(xii) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Sonal Mercantile Limited
372, Vardhman Plaza, III Floor,
Sector-3, Rohini, New Delhi-110085

Thirty Third Annual General Meeting of the Equity Shareholders of Sonal Mercantile Limited held on 29th September, 2018 at 09:00 A.M. at registered office of the Company at 372, Vardhman Plaza, III Floor, Sector-3, Rohini, New Delhi-110085

Dear Sir,

I Ankita Jain, Practicing Company Secretary having office at 22/26 A, Moti Nagar, New Delhi-110015, was appointed as Scrutinizer by the Board of Directors' vide resolution dated September 03, 2018, for the purpose of scrutinizing the electronic voting ("E Voting") process and ascertaining the requisite majority on E-Voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (Amendment Rules, 2015) in respect of below mentioned resolutions proposed at the Thirty Third Annual General Meeting of the Equity Shareholders of Sonal Mercantile Limited, held on 29th September, 2018 at 09:00 A.M., submit my report as under:

1. The Notice dated September 03, 2018 for convening of Thirty Third Annual General Meeting (AGM) of the Company along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the members in respect of the Resolutions mentioned below in serial no. 3 (iv) of the Report and passed at the Thirty Third AGM of the Company held on 29th September, 2018 at 09:00 A.M.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice of the Thirty Third AGM of the members of the Company. My responsibility as a Scrutinizer for E-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice of the AGM, based on the reports generated from the E-Voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide E-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:
 - (i) The E-voting period was commenced on Wednesday, 26th September, 2018 at 10:00 A.M. and ended on Friday, 28th September, 2018 at 05:00 P.M.
 - (ii) The members of the Company as on the Cut-off date i.e. 22nd September, 2018 were entitled to vote on the resolutions as mentioned in the Notice of Thirty Third AGM.

Communication Address: 22/26-A, 3rd Floor, Moti Nagar, New delhi-110015
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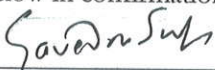




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- (iii) The votes cast were unblocked on 29th September, 2018 in presence of two witnesses, Mr. Gavendra Singh and Ms. Sweety Sharma who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Gavendra Singh


Sweety Sharma

- (iv) Thereafter, the details containing inter alia, list of members, who voted "for" and "against" each of the resolutions that were put to vote, were generated from the E-voting website of NSDL i.e. www.evoting.nsdl.com and based on such report, the result of e-voting is as under:

a. Resolution No. 1.

To receive, consider and adopt the Audited Financial Statements for the year ended on 31st March, 2018 and the reports of the Board of Directors' and Auditors thereon. (Ordinary Resolution)

- (i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	103	100.00

- (ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

- (iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

b. Resolution No. 2.

To appoint a director in place of Mr. Deep Chand Singhal (DIN: 00815681) who retires by rotation & being eligible offers himself for reappointment as a Director of the Company. (Ordinary Resolution)

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(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	103	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

c. Resolution No. 3

To re-appoint Statutory Auditors and to authorize the Board of Directors of the Company to fix their remuneration. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	103	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

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d. Resolution No. 4

To regularize Additional Independent Director, Mr. Naresh Poddar (DIN:00381066) as Non-Executive, Independent Director on the Board of the Company. (Ordinary resolution)

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	103	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

4. The Registers, all other papers and relevant records relating to E-voting shall remain in my safe custody until the Chairman considers, approve and sign the minutes of the Thirty Third AGM and the same shall be handed over to the Chairman for safe keeping.

Thanking you,

Yours Faithfully
For Ankita & Co.
Company Secretaries



Ankita Jain
Scrutinizer
C.P No. 17923

Place: New Delhi
Date: 01st October, 2018



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COMPANY SECRETARIES

Report of Scrutinizer – Consolidated

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Sonal Mercantile Limited
372, Vardhman Plaza, III Floor,
Sector-3, Rohini, New Delhi-110085

Thirty Third Annual General Meeting of the Equity Shareholders of Sonal Mercantile Limited held on 29th September, 2018 at 09:00 A.M. at registered office of the Company at 372, Vardhman Plaza, III Floor, Sector-3, Rohini, New Delhi-110085

Subject: Consolidated Scrutinizer's Report on Remote E-voting & Voting through Poll

Dear Sir

I Ankita Jain (Practicing Company Secretary), appointed as Scrutinizer by the Board of Directors of Sonal Mercantile Limited ('the Company') for the purpose of scrutinizing E-voting Process & Voting through Poll at the Thirty Third Annual General Meeting, pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the resolutions as set forth in the Notice of the Thirty Third Annual General Meeting of the members of the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means and by poll on the resolutions contained in the Notice of the Thirty Third AGM of the members of the Company. My responsibility as a Scrutinizer for E-voting process and for the poll at AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions passed in the said AGM, based on the reports generated from the E-Voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide E-voting facilities, engaged by the Company and Poll made by the Shareholders at the AGM.

I have issued separate Scrutinizer's Report dated 1st October, 2018 on the E-Voting and on the Poll on the resolutions contained in the Notice of the AGM dated 03rd September, 2018. Now, I am submitting herewith my Consolidated Scrutinizer's Report (E-Voting and poll) as under:



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Resolution No. 1

To receive, consider and adopt the Audited Financial Statements for the year ended on 31st March, 2018 and the reports of the Board of Directors' and Auditors thereon. (Ordinary Resolution)

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	10	103	0.002
Voting by Poll	13	5511216	99.998
Total	23	5511319	100.00

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	0

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them (as declared in their Ballot Paper)
0	0

Resolution No. 2

To appoint a director in place of Mr. Deep Chand Singhal (DIN: 00815681) who retires by rotation & being eligible offers himself for reappointment as a Director of the Company. (Ordinary Resolution)

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	10	103	0.002
Voting by Poll	13	5511216	99.998
Total	23	5511319	100.00

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	0





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Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them (as declared in their Ballot Paper)
0	0

Resolution No. 3

To re-appoint Statutory Auditors and to authorize the Board of Directors of the Company to fix their remuneration. (Ordinary Resolution)

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	10	103	0.002
Voting by Poll	13	5511216	99.998
Total	23	5511319	100.00

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	0

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them (as declared in their Ballot Paper)
0	0

Resolution No. 4

To regularize Additional Independent Director, Mr. Naresh Poddar (DIN:00381066) as Non-Executive, Independent Director on the Board of the Company. (Ordinary resolution)

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	10	103	0.002
Voting by Poll	13	5511216	99.998
Total	23	5511319	100.00





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Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0
Total	0	0	0

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them (as declared in their Ballot Paper)
0	0

All the relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of AGM held on 29th September, 2018 and the same shall be handed over thereafter to the Chairman for safe keeping.

Thanking You

Yours Faithfully

For Ankita & Co.

Company Secretaries



Ankita Jain

Scrutinizer

C.P No. 17923

Place: New Delhi

Date: 01st October, 2018